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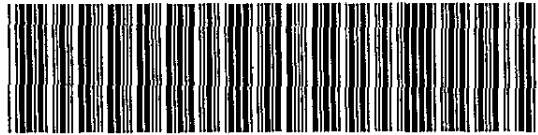
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# HERZFELD & RUBIN

BRICKELL BAYVIEW CENTRE  
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MIAMI, FLORIDA 33130

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**KENNETH D. BAXTER, ESQ.**  
e-mail: [kdbaxt@aol.com](mailto:kdbaxt@aol.com)

November 19, 2004

## VIA FEDERAL EXPRESS

Secretary of State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: New Corporation; **SIBCORP, INC.**

Gentlemen:

I enclose herewith two original fully executed articles of incorporation for **SIBCORP, INC.** together with my firm's check in the amount of \$78.75.

Please file the Articles of Incorporation and return to me a stamped copy.

Should you have any questions or problems please do not hesitate to contact me.

Very truly yours,

Kenneth D. Baxter

KDB/mf

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
KEMESA CORP.**

**ARTICLE I**

The name of the corporation is **KEMESA CORP.**, having its principal office located at 3201 N.E. 183<sup>rd</sup> Street, Suite #1502 Aventura, Florida 33160;

**ARTICLE II**

The corporation may engage in or transact any and all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

The corporation is authorized to issue and have outstanding at any one time an aggregate of One Thousand (1,000) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

**ARTICLE IV**

There shall be no preemptive rights accruing to the shareholders.

**ARTICLE V**

The corporation's initial Registered Agent and Registered Office in the State of Florida are

REGISTERED AGENT: KENNETH D. BAXTER  
REGISTERED OFFICE: 80 S.W. 8 Street  
Suite #1920  
Miami, Florida 33130

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Having been named initial Registered Agent to accept service of process for the corporation at the initial registered office designated herein, I hereby accept such status and consent to act in the capacity and agree to comply with all the requirements of law pertaining thereto.

  
\_\_\_\_\_  
REGISTERED AGENT: Kenneth D. Baxter

**ARTICLE VI**

The number of Directors constituting the initial Board of Directors of the Corporation is two.

ARTICLE VII

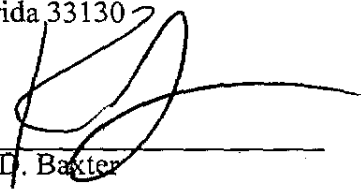
The name and address of the members of the initial Board of Directors is:

STEVEN I. BACHENHEIMER  
3201 NE. 183 Street  
Suite #1502  
Aventura, Florida 33160

ELAINE B. BACHENHEIMER  
3201 NE. 183 Street  
Suite #1502  
Aventura, Florida 33160

ARTICLE VIII

The name and address of the Incorporator of these Articles of Incorporation is: KENNETH D. BAXTER, 80 S.W. 8 Street, Suite #1920, Miami, Florida 33130

  
Kenneth D. Baxter

STATE OF FLORIDA :  
COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority, personally appeared Kenneth D. Baxter, who is personally known and who stated that he was the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida, this 2 day of December, 2004.

  
Notary Public



David M. Krause  
My Commission DD189905  
Expires June 15, 2007